

ALVORD AND ALVORD
ATTORNEYS AT LAW
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ELLSWORTH C. ALVORD (1964)

20006-2973

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OF COUNSEL
URBAN A. LESTER

December 2, 1999

RECORDATION NO. 21691-B

FILED

DEC 3 '99

11-00AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment No. 1 to Railroad Car Lease Agreement, dated as of August 10, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railroad Car Lease Agreement previously filed with the Board under Recordation Number 21691.

The names and addresses of the parties to the enclosed document are:

Lessor:	Radnor Rail, Ltd. 150 Strafford Avenue, Suite 112 Radnor, Pennsylvania 19087
Lessee:	Bangor & Aroostook Railroad Company RR 2 Bangor, Maine 04401

A description of the railroad equipment covered by the enclosed document is:

Flatcars set forth on Exhibit A to the Lease Agreement

Mr. Vernon A. Williams
December 2, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

EQUIPMENT DESCRIPTION

Fifty-Four (54 Flatcars)

BAR 1048	(formerly BAR 417)	BAR 446	BAR 602	BAR 653
BAR 1050	(formerly BAR 402)	BAR 447	BAR 610	BAR 654
BAR 1042	(formerly BAR 457)	BAR 448	BAR 611	BAR 655
BAR 1041	(formerly BAR 462)	BAR 449	BAR 612	BAR 656
BAR 1045	(formerly BAR 485)	BAR 450	BAR 614	BAR 657
BAR 1049	(formerly BAR 486)	BAR 453	BAR 617	BAR 659
BAR 406		BAR 455	BAR 618	
BAR 410		BAR 460	BAR 619	
BAR 411		BAR 461	BAR 620	
BAR 431		BAR 463	BAR 622	
BAR 432		BAR 466	BAR 623	
BAR 433		BAR 467	BAR 624	
BAR 434		BAR 4696	BAR 625	
BAR 436		BAR 473	BAR 650	
BAR 440		BAR 478	BAR 651	
BAR 444		BAR 490	BAR 652	

RADNOR RAIL, LTD.

Equipment Leased: Flatcars

Date of Lease: September 30, 1998

RECORDATION NO.

FILED

DEC 3 '99

11-00AM

**MEMORANDUM OF AMENDMENT NO. 1 TO
RAILROAD CAR LEASE AGREEMENT**

dated as of August 10, 1999

between

RADNOR RAIL, LTD.

as Lessor

and

BANGOR & AROOSTOOK RAILROAD COMPANY

as Lessee

DEC 3 '99 11-00AM

**MEMORANDUM OF AMENDMENT NO. 1 TO
RAILROAD CAR LEASE AGREEMENT**

THIS MEMORANDUM OF AMENDMENT NO. 1 TO RAILROAD CAR LEASE AGREEMENT is made and entered into as of August 10, 1999 by and between **RADNOR RAIL, LTD.**, a Pennsylvania corporation ("Lessor"), and **BANGOR & AROOSTOOK RAILROAD COMPANY**, a Maine corporation ("Lessee"), with reference to the following:

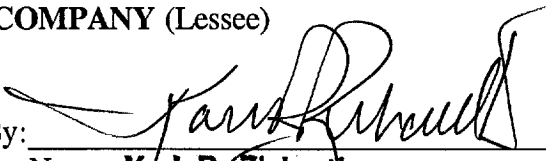
1. Lessor has leased to Lessee, and Lessee has leased from Lessor the equipment indicated on Exhibit A attached hereto, all as more particularly described in that certain Railroad Car Lease Agreement dated as of September 30, 1997 (as amended, the "Lease") and the Schedule thereunder dated as of September 30, 1997, between Lessor and Lessee.
2. The Lease has been amended pursuant to that certain Amendment No. 1 to Railroad Car Lease Agreement as of the date hereof.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Amendment No. 1 to Railroad Car Lease Agreement to be executed as of the date first above written.

RADNOR RAIL, LTD. (Lessor)

By: _____
Name:
Title:

**BANGOR & AROOSTOOK RAILROAD
COMPANY (Lessee)**

By:  _____
Name: **Karl R. Ziebarth**
Title: **Vice President**

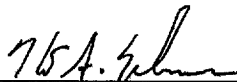
**MEMORANDUM OF AMENDMENT NO. 1 TO
RAILROAD CAR LEASE AGREEMENT**

THIS MEMORANDUM OF AMENDMENT NO. 1 TO RAILROAD CAR LEASE AGREEMENT is made and entered into as of August 10, 1999 by and between **RADNOR RAIL, LTD.**, a Pennsylvania corporation ("Lessor"), and **BANGOR & AROOSTOOK RAILROAD COMPANY**, a Maine corporation ("Lessee"), with reference to the following:

1. Lessor has leased to Lessee, and Lessee has leased from Lessor the equipment indicated on Exhibit A attached hereto, all as more particularly described in that certain Railroad Car Lease Agreement dated as of September 30, 1997 (as amended, the "Lease") and the Schedule thereunder dated as of September 30, 1997, between Lessor and Lessee.
2. The Lease has been amended pursuant to that certain Amendment No. 1 to Railroad Car Lease Agreement as of the date hereof.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Amendment No. 1 to Railroad Car Lease Agreement to be executed as of the date first above written.

RADNOR RAIL, LTD. (Lessor)

By: 
Name: Kent S. Zehner
Title: President

**BANGOR & AROOSTOOK RAILROAD
COMPANY (Lessee)**

By: _____
Name: _____
Title: _____

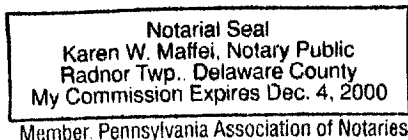
STATE OF Pennsylvania, CITY OF Wayne, TO WIT:

On this 15th day of September, 1999 before me personally appeared, Leet S. Zehner,
to me personally known, who being by me duly sworn, says that he is an President of
RADNOR RAIL, LTD., a Pennsylvania corporation, that said instrument was signed on
August 16, 1999 on behalf of said association by authority of its Board of Directors,
and he acknowledged that the execution of the foregoing instrument was the free act and deed of
said corporation.

Karen W. Maffei
Notary Public

[Notarial Seal]

My Commission Expires:



STATE OF _____, CITY OF _____, TO WIT:

On this ____ day of _____, 1999 before me personally appeared, _____,
to me personally known, who being by me duly sworn, says that he is a _____
of **BANGOR & AROOSTOOK RAILROAD COMPANY**, a Maine corporation, that said
instrument was signed on _____, 1999 on behalf of said association by authority
of its Board of Directors, and he acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission Expires:

STATE OF _____, CITY OF _____, TO WIT:

On this ____ day of _____, 1999 before me personally appeared, _____, to me personally known, who being by me duly sworn, says that he is an _____ of **RADNOR RAIL, LTD.**, a Pennsylvania corporation, that said instrument was signed on _____, 1999 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

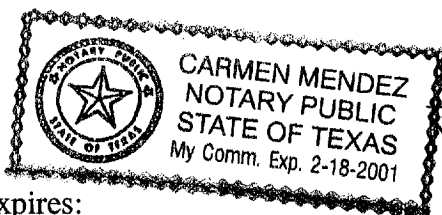
Notary Public

[Notarial Seal]

My Commission Expires:

STATE OF Texas, CITY OF Dallas, TO WIT:

On this 16 day of August, 1999 before me personally appeared, Karl R. Ziebarth, to me personally known, who being by me duly sworn, says that he is a Vice President of **BANGOR & AROOSTOOK RAILROAD COMPANY**, a Maine corporation, that said instrument was signed on August 16th, 1999 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Carmen Mendez
Notary Public

[Notarial Seal]

My Commission Expires:

EQUIPMENT DESCRIPTION

Fifty-Four (54 Flatcars)

BAR 1048	(formerly BAR 417)	BAR 446	BAR 602	BAR 653
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